

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

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RECORDATION NO. 14868 FILED 1425

JAN 29 1993 3-05 PM

January 29, 1993

INTERSTATE COMMERCE COMMISSION

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11303(a) and the regulations thereunder are two (2) executed counterparts of a Full Release and Termination ("Release"), a secondary document dated as of January 27, 1993.

The said Release, among other things, releases in full, and discharges all collateral in and under, that certain Mortgage, Assignment, Security Agreement and Financing Statement ("Mortgage") between General Electric Capital Corporation (formerly known as General Electric Credit Corporation) ("Mortgagee") and Chicago, Central & Pacific Railroad Company ("Mortgagor"), dated as of December 23, 1985, duly filed and recorded with the Interstate Commerce Commission under Recordation No. 14868, as amended and supplemented from time to time.

It is my understanding that the recordation number to be assigned to the secondary document described in the preceding paragraph will be 14868-N.

The name and address of the party to the enclosed document are as follows:

Full Release and Termination

MORTGAGEE AND
RELEASING PARTY:

General Electric Capital Corporation
1600 Summer Street
Stamford, Connecticut 06905

Handwritten signature of Charles E. Maser

DONELAN, CLEARY, WOOD & MASER, P. C.
Honorable Sidney L. Strickland, Jr.
January 29, 1993
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The equipment released by the enclosed Release includes all equipment covered by the aforesaid Mortgage, as amended and supplemented from time to time.

The undersigned is the attorney-in-fact for purposes of this filing. Please return the extra copies of the enclosed document to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4078 or the bearer hereof.

Also enclosed is a remittance in the amount of \$16.00 for the required recording fees.

A short summary of the document to appear in the index follows:

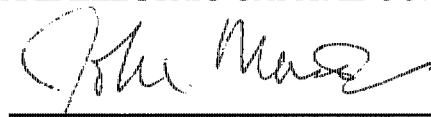
SECONDARY DOCUMENT

FULL RELEASE AND TERMINATION, dated as of January 27, 1993, releasing in full, and discharging all collateral in and under, that certain Mortgage, Assignment, Security Agreement and Financing Statement ("Mortgage") between General Electric Capital Corporation (formerly known as General Electric Credit Corporation) ("Mortgagee") and Chicago, Central & Pacific Railroad Company ("Mortgagor"), dated as of December 23, 1985, recorded under Recordation No. 14868, as amended and supplemented from time to time.

Very truly yours,

GENERAL ELECTRIC CAPITAL CORPORATION

By:



John K. Maser III
Attorney-In-Fact

FULL RELEASE AND TERMINATION JAN 29 1993 3:05 PM

INTERSTATE COMMERCE COMMISSION

WHEREAS, General Electric Capital Corporation (formerly known as General Electric Credit Corporation) ("Mortgagee") and Chicago, Central & Pacific Railroad Company ("Mortgagor") entered into that certain Mortgage, Assignment, Security Agreement and Financing Statement ("Mortgage"), dated as of December 23, 1985;

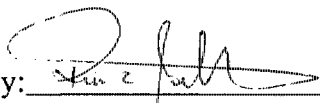
WHEREAS, the Mortgage was duly filed and recorded with the Interstate Commerce Commission as a primary document and recorded under Recordation No. 14868, as amended and supplemented thereto from time to time;

Whereas, the obligations secured by the Mortgage have been fully satisfied and discharged;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, and intending to be legally bound, General Electric Capital Corporation does hereby fully release and terminate *in toto* its security interest in, to and under the Mortgage, and terminates, releases and discharges any and all rights, security interests, liens and interests of any kind in and to the collateral thereunder, hereby terminating the aforesaid Mortgage.

IN WITNESS WHEREOF, General Electric Capital Corporation has duly executed this FULL RELEASE AND TERMINATION as of this 27th day of January, 1993

General Electric Capital Corporation

By: 
Title: Manager - Operations

STATE OF Connecticut)

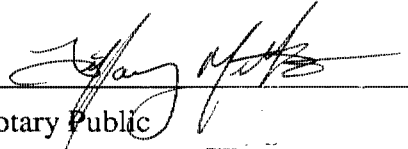
)

SS:

COUNTY OF Fairfield)

On this 27th day of January, 1993 before me personally appeared Ronald C. Gilbert, to me personally known, who being by me duly sworn, says that he is a Manager-Operations of General Electric Capital Corporation, that the foregoing FULL RELEASE AND TERMINATION was signed on behalf of said General Electric Capital Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing FULL RELEASE AND TERMINATION was the free act and deed of the said General Electric Capital Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

TIFFANY MELNITCHENKO

Notary Public

My Commission Expires June 30, 1996

My Commission expires: